



ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

RECORDATION NO. 24588-A FILED

NOV 21 '03 12:17 PM

SURFACE TRANSPORTATION BOARD

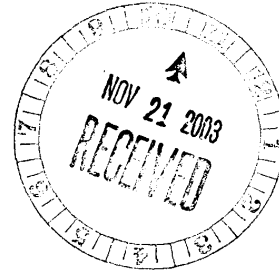
November 19, 2003

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3824
FAX (312) 984-3855

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement No. 1 dated
as of November 7, 2003.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of August 1, 2003, recorded on September 10, 2003, recordation number 24588.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Seller: Thrall Trinity Freight Car, Inc. (Manufacturer)
One Tower Lane, Suite 2900
Oakbrook Terrace, IL 60181

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Three-unit articulated double stack wells cars with 53 foot wells	FCA	330	DTTX	729134-729463

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Enclosed is our check in the amount of \$30.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement Supplement covering 330 three-unit articulated double stack well cars with 53 foot wells; DTTX, numbered 729134-729463."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "Matthew J. Barto", with a long horizontal flourish extending to the right.

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 1 dated as of November 7, 2003, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Thrall Trinity Freight Car, Inc., a Delaware corporation, with an address at Oakbrook Terrace Tower, One Tower Lane, Suite 2900, Oakbrook Terrace, Illinois 60181 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of August 1, 2003, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on September 10, 2003 at 1:56 PM, recordation number 24588.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of November 7, 2003, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THRALL TRINITY FREIGHT CAR, INC.

By: _____
President

TTX COMPANY

By: _____
Vice President and Chief Financial Officer

RECORDATION NO. _____ FILED

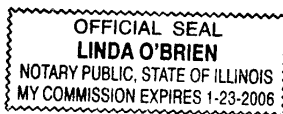
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SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS)
)SS:
COUNTY OF DUPAGE)

On this 13th day of November, 2003 before me personally appears
Martin Graham, to me personally known, who by me duly sworn, says that he
is President of Thrall Trinity Freight Car, Inc. (the "Company"), that the foregoing
instrument was signed on behalf of the said Company by authority of its Board of Directors, and
he acknowledged that the execution of the foregoing instrument was the free act and deed of the
said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Linda O'Brien
Notary Public

My Commission expires: 1/23/06

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 19th day of November, 2003, before me personally appears
Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice
President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing
instrument was signed on behalf of the said Company by authority of its Board of Directors, and
he acknowledged that the execution of the foregoing instrument was the free and deed of the said
Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Eric R. Enstrom
Notary Public

(SEAL)

My Commission expires:

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
SUPPLEMENT NO. 1
DATED NOVEMBER 7, 2003**

**TTX Contract #T-2003-P
Trinity Lot # 2904**

EQUIPMENT

330 DTTX Cars marked 729134 through 729463 (both inclusive).